

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(BALITMORE DIVISION)**

In re:	*	Chapter 11
ACP-OFFENBACHERS, LLC,	*	Case No. 16-24106 (DER)
t/a OFFENBACHERS,	*	
	*	
Debtor.	*	

* * * * *

**APPLICATION PURSUANT TO SECTION 327(A) OF THE BANKRUPTCY CODE
AND RULE 2014 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE FOR
AUTHORIZATION TO EMPLOY AND RETAIN SHAPIRO SHER GUINOT &
SANDLER AS COUNSEL FOR THE DEBTOR AND DEBTOR IN POSSESSION**

The above-captioned debtor and debtor in possession (the “Debtor”) hereby request entry of an order pursuant to section 327(a) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) authorizing the Debtors’ employment and retention of Shapiro Sher Guinot & Sandler (“Shapiro Sher”) as counsel for the Debtors effective as of the Petition Date (the “Application”). In support of the Application, the Debtors rely on (i) the Statement Under Rule 2016 of the Federal Rules of Bankruptcy Procedure and Section 329 of the Bankruptcy Code, and (ii) the Statement of Attorney Pursuant To Bankruptcy Rule 2014 (the “Sher Declaration”) which are being filed concurrently with the Application. In support of this Application, the Debtors respectfully represent as follows:

Jurisdiction

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief sought herein are sections 327(a), 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2014(a).

Background

3. On the date hereof (the “Petition Date”), the Debtor filed a voluntary petition with this Court for relief under chapter 11 of the Bankruptcy Code. The Debtor continues to operate its business and manage its properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases and no committees have been appointed or designated.

Relief Requested

4. By this Application, the Debtor seek to employ and retain Shapiro Sher as its bankruptcy counsel with regard to the filing and prosecution of this chapter 11 case and all related proceedings. Accordingly, the Debtor respectfully request entry of an order pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014 authorizing them to employ and retain Shapiro Sher as their bankruptcy counsel under a general retainer to perform the legal services that will be necessary during this chapter 11 case, pursuant to the terms set forth in this Application and the Sher Declaration, effective as of the Petition Date.

5. The Debtor seek to retain Shapiro Sher as its counsel because of its extensive experience and knowledge in the field of debtors’ and creditors’ rights and business reorganizations under chapter 11 of the Bankruptcy Code and because of Shapiro Sher’s expertise, experience and knowledge practicing before this Court.

6. In preparing for its representation of the Debtor in this case, Shapiro Sher has become familiar with the Debtor’s businesses and affairs and many of the potential legal issues which may arise in the context of these chapter 11 cases.

7. The professional services that Shapiro Sher will render to the Debtor include, but shall not be limited to, the following:

(a) rendering assistance and advice and representing the Debtor with respect to the administration of these cases and oversight of the Debtor's affairs, including all issues arising from or impacting the Debtor or this chapter 11 case;

(b) taking all necessary action to protect and preserve the Debtor's estates during the administration of this chapter 11 case, including prosecuting actions by the Debtor, defending actions commenced against the Debtor, negotiating and objecting, where necessary, to claims filed against the estate;

(c) assisting the Debtor in maximizing the value of its assets for the benefit of all creditors and stakeholders, including, without limitation, in connection with assumption and/or rejection of executory contracts and unexpired leases;

(d) preparing, on behalf of the Debtor, necessary applications, motions, answers, orders, reports and other legal papers;

(e) appearing in Court and representing the interests of the Debtor;

(f) preparing and pursuing confirmation of a chapter 11 plan and approval of an associated disclosure statement; and

(g) performing all other legal services for the Debtor which are appropriate, necessary and proper in these chapter 11 proceedings.

8. The Debtor wishes to employ Shapiro Sher under a general retainer agreement with fees based on Shapiro Sher's normal hourly rates because of the extensive legal services which appear to be required, with such fees being subject to the approval of this Court.

9. Shapiro Sher has agreed to provide legal services to the Debtor based on the

amount of time devoted to a matter at hourly rates for the particular professional involved, in increments of one-tenth of one hour. The Applicant's rates are subject to annual adjustment to reflect economic and market conditions. As of the Petition Date, the hourly rates for the professionals at Shapiro Sher are as follows:

Partners:	\$450.00 to \$605.00 per hour
Associates:	\$285.00 to \$440.00 per hour
Paralegals:	\$220.00 to \$240.00 per hour

10. The Debtor understands that Shapiro Sher hereafter intends to apply to the Court for allowances of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and further orders of this Court for all services performed and expenses incurred after the Petition Date.

11. Except as otherwise set forth herein or in the Sher Declaration, Shapiro Sher, its members and associates have no connection to the Debtor, creditors of the Debtor, other parties-in-interest or their respective attorneys. Shapiro Sher represents no interest adverse to the Debtor or the bankruptcy estate. All connections are disclosed in the attached Rule 2014 Statement. Shapiro Sher is a "disinterested person" as that term is defined in Section 101(14) of the Bankruptcy Code.

Notice

12. No trustee, examiner, or creditors' committee has been appointed in these chapter 11 cases. Notice of this motion has been given to the following parties or, in lieu thereof, to their counsel, if known: (i) the Office of the United States Trustee, (ii) M&T Bank, (iii) Nantucket Enterprises, Inc., and (iv) all other parties identified on the Consolidated List of 20 Largest Unsecured Creditors filed herein by the Debtor. The Debtor submits that, in light of the

nature of the relief requested, no other or further notice need be given.

Statement Pursuant to Local Bankruptcy Rule 9013-2

13. Pursuant to Rule 9013-2 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the District of Maryland, the Debtor states that, in lieu of submitting a memorandum in support of this Motion, it will rely solely upon the grounds and authorities set forth herein.

WHEREFORE, the Debtor respectfully request that the Court grant the Application in all respects, and grant such other and further relief as may be just and proper.

Dated: October 24, 2016

ACP-OFFENBACHERS, LLC,
Debtor and Debtor in Possession

By: /s/ Boyd Lipham
Name: Boyd Lipham
Title: Chief Executive Officer

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 24th day of October, 2016, a copies of the foregoing
was sent by first class mail, postage pre-paid, to all those parties listed below:

OFFICE OF THE UNITED STATES TRUSTEE
101 West Lombard Street
Suite 2625 Baltimore, MD 21201

M&T Bank
25 S. Charles Street, 12th Floor
Baltimore, Maryland 21201
Attn: Rob Thomas

Christopher Heagy, Esquire
Tydings & Rosenberg LLP
100 East Pratt Street, 26th Floor
Baltimore, Maryland 21201
Counsel for M&T Bank

Nantucket Enterprises, Inc.
10814 Nantucket Terrace
Potomac, Maryland 20854

James S. Williford, Esquire
JAMES S. WILLIFORD, JR., P.C.
451 Hungerford Drive, Suite 750
Rockville, Maryland 20850
Counsel for Nantucket Enterprises, Inc.

20 Largest Unsecured Creditors

Tropitone Furniture Co.
P.O. Box 92717
Chicago, IL 60693

Minson Corporation
1 Minson Way
Montebello, CA 90640

Hanamint
8010 Thorndike Road
Greensboro, NC 27409

Fairfax Court Limited Partnership
4390 Paysphere Circle
Chicago, IL 60674

Treasure Garden
13401 Brooks Drive
Baldwin Park, CA 91706

Summit Construction, Inc.
5431 Yukon Court, Suite A
Frederick, MD 21703

Washinton Real Estate
Investment Trust
P.O. Box 79555
Baltimore, MD 21279

Bac Sales
1871 Route 9H
Hudson, NY 12534

Aerospace Investors, LLC
7200 Wisconsin Ave., Suite 700
Bethesda, MD 20814

Jensen Leisure Furniture
6601 S. Laburnam Ave.
Suite B
Henrico, VA 23231

Gensun Casual Living
9449 8th Street
Rancho Cucamong, CA 91730

Legacy Billiards
521 5th Ave., 11th Floor
New York, NY 10175

Beka Casting Limited
259 Bradwick Drive
Concord, L4K1KS

Rantana International
8310 Manitoba Street
Vancouver, BC V5X3A6

Winkal Management LLC
10 Rye Ridge Plaza, Suite 200
Rye Brook, NY 10573

Potomac Run LLC
P.O. Box 6203
Hicksville, NY 11802

Woodard
P.O. Box 73014
Grand Prairie, TX 75050

Master Heat Distributor
7915 B Philadelphia Road
Baltimore, MD 21237

Dobbin Center Investor
1945 Old Gallows Road
Suite 300
Vienna, VA 22182

Pinnacle Express
P.O. Box 859706
Port St. Lucie, FL 34985

/s/Joel I Sher

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Proposed Counsel for Debtor and Debtor-in-Possession